

SPIDER-MAN: THE UNTOLD STORY

Treatment by
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This is the startling saga of two men,
each possessing fantastic super power.

One has the capacity for good.
The other can destroy the world.

UNDER CREDITS

A large SPIDER spins its ominous web in the dark corner of a room.

ACT ONE

THE MUGGING

In her living room, in a respectable but run-down neighborhood in New York, MAY PARKER nervously brushes a spider web away with her broom. Like most people, she hates spiders.

May Parker is nervous about going to the bank alone to cash her Social Security check, but her husband BEN can't go with her because he's in bed with the flu. So her 20-year-old live-in nephew, the orphaned PETER PARKER, accompanies her.

As May and Peter return with the cash, they're attacked by two MUGGERS. Peter chooses to fight rather than run. He battles bravely but is hopelessly outmatched. Peter gets beaten up and the muggers escape with the money. Angry and frustrated, Peter tells Aunt May he wishes he'd spent as much time body-building as he spent working on his college science scholarship.

THE SCIENTIST SINISTER

Though bruised and aching from his encounter with the muggers, Peter attends a lecture by DR. OTTO OCTAVIUS, a world-famous atomic scientist who is about to demonstrate the use

of a new type of WALDO which he's invented and which he wears fastened around his chest. Waldos are the mobile metal arms scientists use to handle radioactive material through lead and glass shielding.

Dr. Octavius, known to the press as DOC OCK because he looks somewhat like a human octopus when operating his unwieldy waldos, is a monomaniacal fanatic. A strange gleam shines in his eyes as he gives an amazing demonstration of the heavy metal arms, manipulating them with incredible skill because of special ANTI-GRAVITY MICRO-CHIPS of his own invention which he fastens to them. These unique anti-grav devices lessen the weight of the mechanical arms, making them easier to lift and control.

Doc Ock's anti-grav formula, still in its experimental stage, is a secret known only to him. He refuses to share it with the world until it's fully perfected, and then he'll sell it for a fortune.

THE CONFRONTATION

Being a camera freak, Peter attempts to take some photos of Doc Ock during the lecture. Ock becomes furious and smashes Peter's camera, afraid that Peter is trying to steal his anti-grav secret. Embarrassed and upset, Peter leaves the auditorium as Dr. Octavius stares after him, paranoid hatred in his eyes.

THE GIRL OF HIS DREAMS

Heading home, Peter runs into LIZ ALLEN, a fellow student

at ESU (Eastern State University). They have a sandwich together as she tries to cheer Peter up. Peter is crazy about Liz, but doesn't feel he stands much chance with her.

Peter tells Liz that he wishes he could quit college and get a job. Aunt May and Uncle Ben are having a hard time of it and he wants to repay them for all they've done for him. But it would break their hearts if he left college. Liz is sympathetic, though it's clear she'd rather be involved with Peter physically than philosophically.

THE THORN IN HIS SIDE

Just as Peter is beginning to unwind, FLASH THOMPSON comes by. Flash is big, loud, handsome and confident. And why not? He's also the star quarterback of the ESU Tigers.

After a few minutes of not-so-friendly ribbing with Peter, whom he mockingly refers to as "Puny Parker, the Walking Wimp", Flash reminds Liz of their date and takes off with her, leaving Peter alone once more and more dejected than ever.

THE DARK SIDE OF DOC OCK

In his unkempt brownstone apartment, the brooding, wild-eyed Dr. Octavius has only his pet birds to talk to. His rooms are cluttered with mysterious scientific devices, plus cages containing screeching parrots and strange mynah birds. The misanthropic genius prefers birds to people.

Alone with his waldos, Octavius resumes his dangerous and mysterious experiments, determined to increase the power of his

anti-gravity microchips. It's obvious that there is danger in this wild-eyed, uncontrollable evil genius.

ANOTHER DEFEAT FOR PETER

Determined to find a part-time job, Peter visits New York's largest tabloid, THE DAILY BUGLE, to apply for work as a free-lance photographer.

The Bugle's irascible publisher, J. JONAH JAMESON, overhears Peter talking to an assignment editor and angrily orders him out, snarling "We're not so hard up around here that we need any hippie teenagers working for us!" To J. Jonah Jameson, who thinks Herbert Hoover was the last of the great Americans, anyone with longish hair and an open shirt collar is a Commie, hippie, prevert troublemaker. Jolly Jonah is not your typical Lou Grant.

As Peter is leaving, JOE "ROBBIE" ROBERTSON, the Bugle's black City Editor, pats him on the back. He tells him not to get too discouraged, Jameson's bark is worse than his bite. Robbie suggests that Peter should come by some other time and show him his photos.

THE BOY IN THE BLUE FUNK

Leaving The Bugle, Peter wanders dejectedly through the street and unknowingly approaches the brownstone in which Doc Ock is conducting a critical phase of his experiments. Strange lights and sounds are coming from Ock's window.

OUT OF CONTROL

In his apartment/laboratory, it's obvious that Doc Ock has reached a crucial plateau in his work. A beam of laser light shoots out from one of his anti-grav microchips and hurls a microscope up to the ceiling, flattening it there. The scientist's breath is labored, he starts to sweat, his eyes are staring. What fantastic power has he succeeded in unleashing? Will he be able to control it?

THIS POWER UNLEASHED

As Peter passes Doc Ock's building, there's a tremendous EXPLOSION from the scientist's lab. The impact hurls Peter back against a parked car, almost knocking him out. The medics arrive. By the time Peter's head clears, Doc Ock has already been carried out on a stretcher and is headed for the hospital.

Peter looks at the damaged building, dismisses the incident as just another New York tableau and walks on, feeling it's of no further concern to him. How wrong he is!

THE POWER OF THE PRESS

At The Daily Bugle, J. Jonah Jameson continually writes editorials blasting New York's ever-increasing crime rate. City Editor Robbie Robertson reminds him that Jameson himself always editorialized against spending more money for the police.

Unfazed, Jameson replies with a smirk, "Our circulation rises in direct proportion to the crime news we print."

Well, whoever said a publisher has to be consistent?

THE GANG-UP

Jealous of the fact that Liz Allen spends so much time with Flash Thompson, Peter tries out for the football team. When Flash sees him on the field, he seizes this opportunity to have his teammates steamroll poor Peter. They use every trick in the book against him until the coach suggests that Peter would be better off sticking to his science studies rather than ending up in the hospital.

Peter knows he has Flash to thank for this new ignominy, but there's nothing he can do about it. What hurts most is, Liz had been in the stands, watching.

THE TERRIBLE TRANSFORMATION

In his hospital room, Otto Octavius has passed the crisis and begins to recover. But a fantastic thing has happened. The elements unleashed in the explosion have miraculously caused his waldos to become grafted to his body!

Additionally, his anti-gravity experiment has made the powerful steel waldos virtually weightless. Doc Ock can control them as easily as if they were his own flesh-and-blood arms!

But, not only has the accident affected him physically, it's also driven him over the edge mentally. Doc Ock is now totally mad!

He gets out of bed and prepares to leave the hospital. When two husky interns try to stop him, his waldos hurl one of them through the window and the other up against the ceiling, pushing the poor guy halfway through the plaster.

Then, using his powerful waldos as if they're sledgehammers, he batters his way through the hospital wall, shattering it like a battering ram and vanishes into the night.

PETER'S PREDICAMENT

DEAN SAMUELSON of the ESU Department of Science tells Peter that he's been missing too many classes lately. He realizes Peter has had to stay home to help his Aunt May and his ailing Uncle Ben, but he won't be able to continue with his scholarship unless he buckles down. Samuelson says he'll be looking for Peter at the science seminar later tonight.

As Peter dejectedly leaves the dean's office he runs into Liz. She tells him he's in luck. She managed to get an extra ticket to the big Bruce Springsteen concert tonight and wants him to join her and the crowd.

Frustrated, Peter has to beg off. He can't afford to miss tonight's science seminar. Liz is disappointed and Flash again has a chance to ridicule him as a bookworm and a nerd.

THE ULTIMATE WEAPON

Doc Ock has safely reached his apartment/lab again. There, he sets to work like a man possessed. Searching for his potent anti-grav discs, he finds that the explosion has LIQUIFIED them. Then, he discovers the most amazing thing of all...

Whenever a beam of light strikes the anti-grav disc and reflects against anything, the reflected object RISES INTO THE AIR as if it's weightless, defying the law of gravity!

His fantastic micro-chip discs are more powerful than ever-- and more simple to control! He chortles madly to his captive mynah birds that he'll create an anti-gravity beam, like a flashlight, energized by the liquid which he cautiously pours into a container.

Once the limited amount of liquid is used up, he can create no more. It was created by that freak explosion which he can never hope to duplicate. But no matter. There is enough liquid here for him to terrify the world.

ENTER-- THE SPIDER

At the science lecture/seminar, during a demonstration of nuclear fission, a spider is accidentally exposed to radiation. Unnoticed by those in attendance, before dying the now-radioactive spider falls onto Peter's arm, biting the back of his hand.

The seminar over, everyone starts to leave. Peter feels faint momentarily. His hand seems to glow for a few seconds and then turns normal again. Brushing the now-dead spider aside, he forgets about the incident and heads for home.

A MIRACLE ON MAIN STREET

In the street, Peter still feels strangely woozy. He staggers for a moment, then catches himself.

A few inner city hoods see him and grin sinisterly at each other. The guy must be drunk or spaced out or something. He'll be an easy mark to roll. They head for Peter, about to rough him

up and take his wallet.

Hearing their footsteps, Peter turns and sees them. He recognizes them. They're the same ones who stole his Aunt May's Social Security money!

Alone and helpless, knowing he's about to be clobbered, Peter strikes out to defend himself, though knowing it's futile. Then, the unbelievable happens!

The muggers' blows seem to have almost no effect on Peter. But, his own defensive thrust sends one of them flying against a lamppost while another of his punches hurtles a second one through a storefront window! The third hood, wide-eyed and terrified, simply turns tail and runs off, wanting no more truck with this wild man.

BIRTH OF THE SPIDER-MAN

Standing in the middle of the street, oblivious to the traffic, dazed and confused, Peter hasn't time to dwell on what happened because a speeding truck bears down on him. The driver doesn't see him in time to stop.

Seeing the truck, with only seconds to spare, Peter hurls himself out of the way-- only to find that he has LEAPED FIFTEEN FEET out of the truck's path and is now clinging to the wall of a building LIKE A HUMAN SPIDER.

THE REVELATION

Testing his unbelievable abilities while on the wall, the astonished youth finds he can actually crawl up, down and about

as effortlessly as any insect!

An image forms in Peter's mind. He remembers the bite of the spider. He remembers the radioactivity. He puts it together in his mind. Somehow, in some fantastic way, he has gotten the proportionate strength and powers of a spider! (That is, the power a spider would have if it were the size of a human!)

AFTERMATH

Back home again, Peter sits in his room in the shadows, staring at the back of his hand where the radioactive spider has bitten him, wrapped in his own agonizing thoughts.

Slowly he gets up and starts to feel his way along the wall. Then, just as slowly, as if unable to believe what had happened earlier, he begins to crawl up the wall, nervously, hesitantly, still unable to completely accept what has happened to him.

Aunt May knocks on his locked door. "Would you like some hot tea before bed, Peter?" The reply is swift, almost desperate, "Not now, Aunt May." Then softly, in a tortured whisper, "For God's sake, not now!"

AS THE WORLD WATCHES

At The Daily Bugle everyone is excited about a rare upcoming event. For the first time in history, the leaders of every major nation on Earth are coming to the U.N. for an historic summit meeting!

Robbie Robertson tells Jonah Jameson, "It'll be the

biggest, most dangerous security problem any city has ever faced!" But all Jameson can do is smack his lips and think of the number of extra papers he'll sell.

THE PLAN AND THE PERIL

In his apartment, Doc Ock uses his anti-gravity ray like a new toy, trying it on everything in sight. He uses it to send a parrot cage high into the air outside his window, with a bird inside. Skillfully manipulating the beam from his window, he forces the cage door open, freeing the bird. Then, as Ock shuts off the beam, the cage plummets to the street below.

Octavius finally bids farewell to his birds as he leaves his apartment, telling them he'll use his ray to commit a few simple crimes before using it for the one awesome project he's planned-- the one fantastic crime that will make him the most feared human being of all time!

A TIME FOR TESTING

In his room at night, Peter also experiments with his own new power. He finds he can lift a heavy couch with one hand, bend an iron fireplace poker as easily as someone else can bend a straw, and of course there's his wall-crawling power.

Then, he leaves his room and takes to the streets, finding a lonely part of town. There, hidden by the darkness, he makes his way up and down building walls, crawling up to roofs like a spider, moving this way and that, hanging upside down, testing himself, trying to find the limit of his ability. It seems he

can do anything a spider can do.

EASY MONEY

Peter passes a gym in a seedy area. Outside, a sign reads: \$100 TO ANYONE WHO CAN STAY IN THE RING WITH CRUSHER COLE FOR MORE THAN ONE MINUTE!"

Peter seizes the opportunity. He's laughed at when he accepts the challenge because Crusher is a huge brute of a man. But, since there aren't too many takers, Peter is allowed in the ring with Crusher after being told that the management won't be responsible for what happens to him.

With his new-found strength and agility, Peter manages to polish Crusher off. In fact, he stops himself just in the nick of time because, not being used to his new power, he was in danger of seriously injuring or even killing the wrestler.

Peter's feelings of triumph fade when the spectators boo and hiss him, thinking the match was a phony set-up. They feel there's no way a thin kid from nowhere could so easily defeat a powerful, savage street fighter like Crusher Cole.

NOT SO EASY

Peter watches Crusher's MANAGER helping him out of the ring. The big man is hurt. Peter was rougher than he meant to be. When he's asked if he'll come back to wrestle again tomorrow night, Peter takes another look at the wounded wrestler and slowly says, "No. I guess not."

As Peter starts to leave, a fast-talking Broadway-type

hustler comes over to him and gives him his card. It says "FAST AL FALLON, PERSONAL REPRESENTATION TO THE STARS". Fast Al tells Peter that he wants to manage him. A kid with Peter's talent can make a fortune.

Peter, still thoughtfully watching Crusher limping away, absently puts the card in his pocket and says he'll think about it.

THE HOPES OF MANKIND

Back home again, Aunt May asks Peter where he was so late, he missed dinner. Peter mumbles something about a late class at school and goes to his room. He slumps into a chair. He's bushed. He's got a lot of thinking to do. He turns on the tv.

The upcoming summit meeting is being discussed on all the channels. It's big news. The world is sick of arms races and war; the hopes of mankind are riding on this summit. Jonah Jameson, whose paper owns one of the news channels, is commenting about the coming event-- which gives Peter a chance to change the channel, shutting Jameson up.

THE FIRST RIPPLE OF THE CRIME WAVE

Doc Ock has folded his waldos, which resemble metal tentacles, around his waist and wears a bulky overcoat to conceal them. Thus, he is able to enter a jewelry store without attracting undue attention. A salesman asks if he can help him, but Ock says, "No thanks, I'll just make my own selections."

He then shines his anti-grav mini-ray (which looks

somewhat like a small, hi-tech flashlight) on various items of jewelry and greedily grabs them as they amazingly rise into the air and into his arms.

When the uniformed guard and the salesman try to stop him, Ock flings open his coat and uses his metal tentacles to upset the display cases, putting them between himself and his attackers. As the startled store personnel try to extricate themselves, he runs out of the store and disappears into the crowd of pedestrians with his booty.

THE WAVE BECOMES A TORRENT

Buoyed by his success, Doc Ock attempts another coup, a more difficult one.

Spotting an armored car in a semi-deserted waterfront neighborhood, he uses the full power of his anti-grav ray to make the steel-plated car slowly rise about fifteen feet into the air. With the vehicle hovering dramatically above the street, Ock shuts off his anti-grav ray and the car then plummets down to the ground. The force of the impact knocks out the driver and the guard inside. It also shatters the steel door in back of the small truck, making it easy for Ock to reach his metal tentacles inside the compartment and extract all the money he can carry.

THE MAN WHO CAN'T BE STOPPED

A police car suddenly comes on the scene. Before the cops can draw their guns, Ock's powerful steel tentacles lash out, disarming them and pummeling them into helplessness. He then

laughingly takes their own car and makes good his escape.

Reaching safety, he gets out of the car by effortlessly hurling the closed door off its hinges, then he destroys the vehicle by smashing it with his tentacles until it's reduced to metal pulp.

His maniacal laughter follows him into the night.

IF THIS BE COWARDICE

Peter and Liz are taking a walk. Peter wants to tell her about what's happened to him, but it's hard to know how to start.

Before he can broach the subject, along comes Flash Thompson on his Hells Angels-type motorcycle. Seeing Peter, Flash zooms through a mud puddle, showering him with a gooey mud bath.

It's obvious to Peter and Liz that Flash did it purposely. Not even Woody Allen would take something like this lying down. Liz looks at Peter, waiting for him to tear into the arrogant Flash who has stopped his bike and is nearby grinning at them.

Peter is mad as hell. He heads for Flash, looking as if he's going to take him apart. But suddenly he remembers Crusher Cole. He remembers how he nearly killed him.

To Liz's dismay, Peter backs off. He walks slowly away. Flash calls him a yellow wimp.

Giving Peter a look of utter disappointment, Liz gets on the cycle behind Flash and rides off with him.

Neither Liz nor Flash see Peter clenching his fist so hard that his fingernails make his palm begin to bleed.

TO CLUTCH AT A STRAW

Peter finds Fast Al Fallon's card in his pocket. He mumbles "Why not?" and walks to a phone.

ENTER THE MYSTERY WOMAN

A beautiful, dark-haired female gets off a jet at JFK Airport in New York. Men try to catch her eye but she ignores all of them. She walks to a phone booth and opens a White Pages phone book. She runs her finger down a page until it comes to a column of names-- Octagon, Octavane, Octaviano, Octavio, Octavius. She stares for a moment.

Then she closes the book and slowly walks toward the taxi stand.

EVERYONE GETS HURT

At a coffee shop, Fast Al Fallon tells Peter that with his strength and agility he could make himself a fortune in the ring. But he needs a shtick, a gimmick. Peter says he doesn't want to fight, doesn't want to hurt anyone. Isn't there something else he could do?

Fast Al tells him that's like Pele saying he doesn't want to play soccer. He says everybody gets hurt some way or other, what's the big deal? "Stick with me kid, I'll put your name in lights. Trust me." Then, he tells Peter how much he wants to be paid for managing him.

Fast Al, loud and vulgar, is a turn-off to Peter who finally tells him to buzz off and goes home by himself.

THAT'S IMPOSSIBLE!

At home, Peter has the tv set playing while he tries to study. There's a program on called "THAT'S IMPOSSIBLE". It features people who perform far-out feats, like the old "That's Incredible".

As the program drones on, Peter keeps hearing Fast Al's voice saying, "You need a shtick, a gimmick."

Peter snaps his fingers and leaps up from his desk.

TO CREATE A SHTICK

We have fast cuts of Peter rushing to various stores to buy various items. He goes to a store that sells fabric, a hardware store, a chemical lab, a hobby shop.

Peter works feverishly behind his locked door, cutting fabric and sticking his fingers with sewing needles as he tries to do his own stitching, which he isn't any good at. He also uses pieces of Velcro to secure some odd-looking wrist devices that he clamps onto his wrists.

THAT'S SHOWBIZ

Finally, it's done! Peter has fashioned a costume for himself.

He's also made two "web-shooters", one worn on each wrist. They shoot streams of liquid adhesive which solidifies when it hits the air. (He's a science scholarship student, remember) He can use them to snare things from across the room, as well as to swing from building to building, the way Tarzan swung from tree

to tree in the jungle.

He practices with the web-shooters and studies himself in the mirror as he wears his costume. He's ready!

MEET-- SPIDER-MAN!

Peter is introduced as SPIDER-MAN on the "That's Impossible" show. His true identity is unknown and concealed by his costume.

He walks on walls, clings to the ceiling, lifts heavy weights, and swings on his web from wall to wall.

THE WALL-CRAWLER'S BIGGEST FAN

People everywhere watch the show and marvel at Spider-Man's feats.

One who is especially impressed is Flash Thompson. He tells Liz, who is watching tv with him, that Spider-Man is the greatest thing since Godzilla. Flash would kill for a chance to meet him. Liz figures the whole thing is done with trick photography and is bored by what she considers to be a juvenile, corny act.

THE POWER AND THE PRIZE

Peter is a smash hit. The studio audience loves him.

At the conclusion of his act he wins a check for the \$5,000 first prize hands down.

Finally, his luck seems to be changing.

SORRY, NOT MY TABLE

Dressed in his street clothes again, Peter is cheerfully walking towards the elevator to leave the tv studio. A man races down the hallway towards him, followed by a security guard. The guard yells to Peter, "Quick! Stop him! He stole a payroll!"

All Peter has to do is stick out his foot to trip the fleeing felon. But he's still happily clutching his check and feeling pleased with himself. He lets the crook run right past him into the elevator where he makes his escape as Peter tells the guard that he doesn't want to get involved.

THE \$5,000 MISTAKE

Next morning, excited about his \$5,000, Peter rushes to the bank to cash the check. But once there, he realizes it's endorsed to Spider-Man, not Peter Parker! How can he cash it? He can't! Peter unhappily puts check back in his pocket and heads for class at ESU.

A NATION ON GUARD

In Washington, DC, feverish preparations are being made to guard the safety of the world leaders about to assemble in New York. If anything should happen to any of them, it could plunge the world into nuclear war.

SPIDEY MUST DIE!

Doc Ock is toying with his stolen loot while watching tv. He sees clips from Spider-Man's performance on "That's

Impossible" as a commentator tells how people everywhere are wondering how the masked mystery man managed to perform his amazing feats.

In a fit of anger, Ock slams one mighty tentacle against the tv set, breaking it. He roars at one of his mynah birds that Spider-Man must die! Ock won't tolerate the existence of anyone who might be as powerful as he, of anyone who might be able to defeat him. He is determined to find Spider-Man, and destroy him!

THE NUMBER ONE FAN

Classes at ESU are over for the day. Liz and Flash are walking towards the parking lot. Flash can't stop talking about Spider-Man, who was the greatest thing Flash has ever seen on tv. Liz listens absently, uninterested in the wall-crawler.

Liz sees Peter. She leaves Flash and walks over to Peter. Flash doesn't even seem to notice. Encountering some other people he knows, Flash keeps talking to them about Spider-Man as he walks off.

FOR THE LOVE OF LIZ

Liz wants to give Peter a chance to explain about his apparent cowardice the other day when Flash splashed mud on him. Peter is about to level with her, but then she mentions how she can't stand Flash's admiration for Spider-Man. To her, Spider-Man is a conceited, costumed jerk. As for his sticking to walls, he's obviously some sort of freak. An ability like that

is a total turn-off to her.

By the time she finishes speaking, Peter has thought better about revealing his secret. Instead, they settle themselves comfortably on a bench and start to kiss as he puts his arms around her.

It starts out as a nice, romantic tableau until-- Liz cries out in pain! Peter had forgotten about his super strength. He squeezed her too hard. Having super power isn't what it's cracked up to be.

TRAGEDY STRIKES

Returning home, Peter stops in his tracks as he sees POLICE CARS in front of Aunt May's house.

A COP tries to stop Peter from entering the house until Peter identifies himself. The cop then tells him a burglar had broken in earlier and killed Peter's Uncle Ben!

He also says that the police trailed the killer across town, where he's holed up in an abandoned warehouse with a police cordon around it. It's just a matter of time before they get him.

THE SUPERHERO

Peter takes the news hard. He ducks around a corner and changes to Spider-Man. Then he web-swings across town, swinging from building to building like an urban Tarzan, moving at breakneck speed.

TO CATCH A KILLER

Reaching the warehouse, Spidey swings right over the police cordon and "thwummps" himself onto the wall of the warehouse. He then crawls up the sheer wall like a human arachnid, heading for the nearest window, eight stories above the ground.

Smashing through the window, then crawling upside-down along the ceiling, he silently searches the interior of the building. Aided by his uncanny "spider-sense" (visually depicted as a shimmering aura radiating from his head), he manages to zero in on the area where the killer is hiding.

Spider-Man silently walks on the walls as he heads for the KILLER in the semi-darkness. Finally he finds him. Attacking like a man berserk, he makes short shrift of his quarry. Then, the battle over, he turns on the light to get a better look at him-- and gets the shock of his life as he recognizes him.

The man who had killed Peter's Uncle Ben is the same man Peter allowed to escape from the security guard at the tv network building!

Spidey webs the killer down to the police, then vanishes into the night before he can be questioned.

THE CRUSHING BURDON OF GUILT

Minutes later. Spidey, still in costume, though with his headpiece thrown back over his shoulders so that his face is revealed, is mournfully sitting high on the wall of a nearby building. He "sits" clinging to the wall by his back, buttocks

and the soles of his costumed feet.

In montage fashion, Spidey thinks of his Uncle Ben, of his own appearance on "That's Impossible" and how, due to his own inaction, he allowed the fleeing felon to go free. And now, Uncle Ben is dead. It's obvious that he feels he himself is responsible for the death of a man who was like a father to him.

Spidey slowly takes the check he had been carrying, which he received for his tv appearance, the check that he hasn't yet cashed. He stares at it sadly for a moment, then he tears it up, letting the pieces float down to the street where they'll mix with the other dirt and debris on the pavement below.

ACT TWO

BAIT FOR A SPIDER

Doc Ock is in a bank, pulling his third "practice job". He's smiling and relaxed as he uses his anti-grav ray to levitate stacks of money out of the tellers' cages and into his waiting tentacles.

When a bank guard aims a gun at him, he casually knocks it out of the guard's hand with a free tentacle. Then, he uses his ray to hold the gun in the air, pointing it at the now-trembling guard. Ock is enjoying himself.

The alarm goes off. Now the police will speed to the scene. But that doesn't seem to bother Doc Ock. He doesn't even attempt to flee. He whispers to the bird perched on his

shoulder, "Be patient, my little one. Sooner or later Spider-Man will appear and try to stop us. We must wait."

MOMENT OF PANIC

But Spider-Man is otherwise occupied at the moment. Peter is with a worried-looking Aunt May, who is sitting at a table in front of a pile of bills she must pay. She tells Peter that she has to figure out how to stretch the money she got from Uncle Ben's insurance to cover all their expenses. She's thinking of taking in a boarder by renting out her small guest room. With Ben gone, something must be done to bring in some money.

While talking, May begins to gasp for breath, clutching at her chest. She's having a heart attack.

Peter quickly puts a blanket around her and gets her into the street where he waves for a taxi. He's got to get her to a hospital, fast.

An empty TAXICAB stops for a red light in front of them. As Peter starts to open the door, the DRIVER waves him away, saying he's off duty. Then, the driver starts to pull away.

Peter is desperate. Still supporting barely-conscious Aunt May with one hand, he reaches down and grabs the taxi's rear bumper, using his super strength to stop the car from pulling away. Then he gives the bumper a tug, causing the taxi to actually pull back so that the driver and he are face-to-face again. Peter opens the door, telling the driver to head for the hospital, or else! The cabbie, wide-eyed and stunned by Peter's feat, complies.

CHERCHEZ LA FEMME

Peter moved so quickly in stopping the taxi that nobody seemed to notice his feat of strength, what with the hustle and bustle of New York's traffic. Nobody, that is, except one GIRL who happened to be passing by at the time.

As the taxi drives away, Peter sees her watching him. She's the same girl we saw earlier at the airport, looking through the phone book. She takes a small notebook out of her pocket and starts writing some notes, obviously interested in what she's just seen. She then looks at the entrance to the building Peter came out of and writes some more, as if jotting down his address.

FOR THE SAKE OF AUNT MAY

Peter is at the hospital with Liz, visiting Aunt May. She's resting comfortably. The DOCTOR says her heart attack was mild, but she needs rest and medication.

As they leave, Peter tells Liz that now, more than ever, he must find a way to bring some money into the coffers, to ease the burden for Aunt May. But how can he do it without leaving college, without giving up the one thing Uncle Ben and Aunt May have wanted most in the world for him?

UNFAIR COMPETITION

In the street, Peter and Liz pass the police station and see a crowd of spectators and reporters watching Doc Ock being led inside to be booked. The news photographers are trying to

get pictures of him, but the police are holding them back and the newsmen are frustrated.

Peter hears some bystanders wondering aloud why someone as powerful as Doc Ock allowed himself to be captured so meekly, why he made no effort to escape when the alarm went off.

Having his camera over his shoulder as usual, Peter gets an idea. He tells Liz to go on ahead; he has to return to the hospital because he forgot something.

As soon as Liz is out of sight, Peter dashes into a nearby alley where nobody is apt to see him. There, he "spideys" up the wall till he can see Doc Ock through a window. While sticking to the wall, he takes some photos of him which are sure to be better than any the news photographers were able to get.

THE FLOWER OF THE FOURTH ESTATE

Peter races to "The Bugle" where City Editor Robbie Robertson buys his photos of Doc Ock for \$300! Perhaps Peter has finally found a way to make the money he needs.

As Peter leaves, Jonah Jameson and Robbie discuss Dr. Octavius and his various colorful crimes. They decide to get someone to do an in-depth feature story about a scientist gone mad.

Robbie mentions another person people are talking about, some character named Spider-Man who appeared on "That's Impossible" performing incredible feats. Jameson pooh-poohs Spidey's performance, putting it down to trick photography. He says, "Forget 'im, Robbie. He's just another costumed nut

with a phony scam. He's not news."

Robbie counters by mentioning the report of Spidey capturing a murderer in a warehouse. Jameson, unconvinced, walks away saying, "Next you'll be askin' me to believe in Peter Pan and the Tooth Fairy!"

THE DAY OF THE DEVOTEE

Peter, Liz, Flash and some of their friends are in the campus lunchroom where Flash can't stop talking about how terrific his new idol, Spider-Man, is. Bored with the subject, Liz grabs Peter's hand and they sneak away while Flash continues to drone on about how Spider-Man could probably out-fight ten Hulk Hogans with one hand tied behind him.

LIZ SOUNDS OFF

Walking in Central Park, Peter tells Liz he's decided to concentrate on making money as a free-lance news photographer. He tells how he got lucky with some pix of Doc Ock. Liz replies that he can't expect to run into a Doc Ock every time out.

Once again, Peter is just about to tell her his secret, to explain how he got those photos, when she tells him she hates all that talk about Spider-Man. To her, the wall-crawler is a king-sized nerd, a total turn-off, in the same league as Flash Thompson. If he really has all the powers people say, then what's so great about what he does? It's probably easy for him. Now, if a normal guy like Peter Parker climbed a wall, that would be something. But some slimy half-man, half-spider? Liz

shudders. "As far as I'm concerned, freaks belong in a circus."

Once again, Peter decides not to reveal his secret just yet.

THE MYSTERY DEEPENS

As they head home, Liz reminds Peter of an upcoming costume party. She wants him to get a dynamite costume so they'll knock everyone's eyes out.

But Peter only hears her with half an ear. Across the street, he catches a glimpse of the mysterious girl who had been watching him earlier when he took Aunt May to the hospital in the taxi. She's still watching him. When she sees that Peter has noticed her, she quickly turns and walks away. Peter watches her leave with a puzzled expression on his face.

THE WARNING

In jail now, Doc Ock is locked in a cell with another PRISONER while awaiting trial. He laughs and mocks the cops, saying he let them catch him because he had something more important on his mind. But it doesn't matter. No jail can hold him.

Using his powerful tentacles, which the police can't remove because they've actually become part of his body, he easily bends the iron bars in the window of his cell. Then he lifts himself out of the window, turning and bending the bars to their original position. He tells the disappointed other prisoner he wants him to remain there to attest to Doc Ock's

power and to give a message to the world. Dr. Octopus' next feat will be the greatest crime of all time, with the greatest payoff of all! And no one can stop him. Not even some fool in a spider suit who can walk on walls.

THE LULL BEFORE THE STORM

Aunt May has come home from the hospital. Peter is so concerned about her that he grows momentarily careless and almost lets her catch him putting away his Spider-Man costume. But he manages to hide it just in time.

As for May, much as Peter tries to get her to take it easy, she gets back to her old routine of cooking and cleaning and mothering Peter. If only she could rent out her guest room, she muses.

Alone in his room, Peter modifies his camera, applying sticky goo from his supply of webbing to the camera's back, so that it'll stick in place on a wall, ceiling, or wherever he might put it. He then rigs up a special automatic timer for the camera.

Meanwhile, Aunt May places a sign in the front window, ROOM FOR RENT. Peter tells her he's sorry she has to rent out a room, but hopes she'll get a dependable, well-paying boarder.

A MODEL SUPERHERO

In his Spider-Man costume, Peter goes out among the rooftops and performs various dangerous, dramatic stunts, all the while positioning his camera to take photos of him with its

automatic devices.

THE GENEROSITY OF JONAH JAMESON

As Peter Parker again, he visits "The Bugle" with his photos. He shows Robbie Robertson the photos he's taken of Spider-Man. Jonah Jameson passes by and looks at the photos, too. His first remark is typical Jameson, "First Doc Ock, and now this wall-crawling weasel! You must attract every nutcake in town. How'd you get these?"

Peter says how he got the photos is his business. Jameson mutters something about highway robbery, but tells Robbie to pay for the pix. At last Peter has the start of a source of income.

THE LADY WON'T TALK

About to leave the Bugle Building, Peter again sees the mysterious girl who seems to have been spying on him.

He speaks to her before she can slip away. When he asks who she is, she merely smiles, "Just a girl who knows a fascinating male when she sees one."

Peter suggest a drink. At a local wine and cheese bistro, Peter tries to learn more about her, but she's evasive in all her replies. Then, when Peter asks her directly why she was following him, she gets up and says she has to leave. He tries to delay her, to learn where he can find her, but she says, "Don't worry, Peter. I'll find you." Then she vanishes into the crowded street.

MAN ON A TIGHTROPE

Later. Spider-Man is prowling the rooftops again with his camera, taking more photos of himself. To make the shots more colorful, he "thwipps" his webbing across the street and starts to walk from rooftop to rooftop like a tightrope walker while his camera, on automatic, snaps away.

Dr. Octopus, also prowling the streets that night, sees Spidey overhead walking on his webbing. He whips out his anti-grav device and aims it at Spider-Man. The powerful ray lifts Spidey off his webbing. Doc Ock keeps flipping him helplessly in the air, toying with him, enjoying his power over the hapless costumed figure. But suddenly Ock sees something that makes him turn away from Spidey and slink off into the night.

No longer in the grip of the anti-grav ray, Spidey grabs his webbing again and regains his balance on the web-line. Then he hears shooting from down below. Bullets are being fired at him! He resorts to all sorts of high-wire acrobatics to avoid being hit. Looking down, he sees it's the police themselves shooting at him!

Then he sees why.

Amidst the tightest security imaginable, flanked by a convoy of motorcycle cops, mounted policemen, police cars and secret service vehicles, are flag-draped limousines coming from JFK Airport. Some of the heads of state from around the world have arrived and are heading for their various hotels and consulates, prior to the upcoming U.N. summit meeting.

From a nearby window, Peter hears a live newscaster on a tv set excitedly reporting that the police have discovered some costumed maniac on a high-wire who might be part of some weird, terrorist assassination plot!

Spidey flees the scene as fast as his webs'll take him.

NO VACANCY

Back home again, Peter finds Aunt May elated. She's rented her guest room. She tells him that her new lodger is a perfect tenant, a professional man, quiet, respectable and a bachelor. Peter is happy for Aunt May, but his mind seems to be elsewhere.

He picks up a newspaper with news of Dr. Octopus' prison escape. He stares thoughtfully at Doc Ock's photo.

MY DINNER WITH AUNTIE

At dinner, Peter tries to tell Aunt May the truth about Spider-Man. But each time he attempts to broach the subject, she keeps prattling on about other subjects; about her wonderful new boarder, about whether Peter is paying enough attention to his college courses, and then about the fact that she hopes he's not staying out too late at night because the city can be so dangerous-- he might run into that horrible, loathsome Spider-Man!

Finally, when she asks him what he had wanted to tell her, he replies, "Nothing, Aunt May. Just wanted to say goodnight."

SAVAGRY ON THE SUBWAY

The next day, Peter is on the subway. Some typical HOODS start vandalizing the train, robbing and threatening the terrified passengers. They're armed with knives and chains, and no one on the train is about to tangle with them.

Peter leans forward, obviously aching to clobber the punks, but he looks down at his open shirt. He's not wearing his Spidey costume underneath.

Images flash in his mind. He remembers the crook who ran past him in the tv studio. He remembers telling the security guard he didn't want to get involved. He remembers seeing that his Uncle Ben's murderer was the man who got away because Peter refused to act.

During all the commotion, Peter reaches out and manages to short the train's electrical system, so that only the small emergency lights at each end of the car remain glowing. Then, with his true identity hidden by the semi-darkness, Peter Parker single-handedly tears those half-dozen snarling hoods apart!

When the train finally stops at the next station and the lights go on again, the beaten-up, now-docile thugs are quietly led away by some waiting transit cops as an inconspicuous Peter Parker calmly leaves the train with the rest of the passengers.

CLOTHES MAKETH THE SPIDER-MAN

Back home again, Peter puts on his Spider-Man costume. Then he puts his street clothes over it and studies himself in the mirror. By letting his headpiece hang back over his

shoulders, behind his shirt, the costume doesn't show when he's wearing street clothes.

Peter looks pleased with the results. Apparently he'll always have his costume at hand from now on.

The doorbell rings. It's Liz Allen, dressed like Martha Washington. She asks Peter if he forgot about tonight's costume party, which of course he did. He asks her to wait a few minutes while he rushes back into his room.

He searches all over the room and can find nothing appropriate to wear. Then he gets an idea. He tears off his street clothes and comes out as Spider-Man.

THE LIFE OF THE PARTY

At the costume party, Peter tells Liz that he bought it in a costume store, modelled after the original. She's not happy with his choice of costume since Spidey is her least favorite character, and it's a lousy complement to her Martha Washington outfit. But, when she sees the other girls giving Peter the eye, she sort of warms up to it.

While dancing, Peter sees a number of other guys in Spider-Man costumes, among them Flash Thompson. All the costumes are store bought or home-made and ill-fitting, except Peter's. When no one's looking, he pulls and tugs at his own, trying to wrinkle it and make it look somewhat like the others.

Suddenly, he sees Doc Ock! Peter tries to gain the advantage by attacking first, only to find he almost seriously injures some KID who was wearing another home made costume with

papier mache tentacles.

Some of the guys rib Peter for making a fool of himself while Flash calls him a coward for tackling a smaller kid.

Flash is angry that Peter, whom he loathes, would dare to dress like Flash's idol, Spider-Man. Flash taunts Peter, challenging him to shinny up a rope with him and see who's really the most like Spider-Man-- with Liz looking on, of course.

Peter tells the crowd that anyone can climb a rope, but it takes a special breed to scale an outside wall like Spider-Man. He then runs up to the fifth floor followed by the crowd and starts getting out onto the narrow window ledge. He dares Flash to come out, too.

Flash puts one leg out, looks down at the ground far below, looks back at the narrow ledge and then completely chickens out. He says he's too smart to try a dumb trick like that.

Liz says to a triumphant Peter, "You wouldn't really have gotten out on that ledge, would you?" Peter replies, "Of course not, but I had to show that dipstick up somehow."

HE PROWLs BY NIGHT

The next night we see Doc Ock searching the city, scaling tall buildings with his tentacles, combing the rooftops, obviously looking for Spider-Man.

HER GENTLEMAN FRIEND

Aunt May again tells Peter how thrilled she is with her

new boarder. He's such a gentleman, so well-educated and refined. And May thinks he like her, too. She never thought she'd be interested in any man again, but still...

Peter says he's glad. Whoever the new tenant is seems to have brought the bloom of health back to her cheeks. May wishes she could have a small dinner party for her tenant. It's a pity she can't afford it. Peter tells her not to worry. He'll find a way to raise some more money.

In his room he changes to Spider-Man. He puts his street clothes on over his costume, takes his camera, and leaves.

NIGHT IN THE CITY

In a lonely spot in a lonely neighborhood Peter removes his street clothes. He uses his webbing to stick them to a wall where he can find them again. He sets up his automatic camera to take some action pix of himself when he suddenly hears sirens-- fire engines!

THE FLAMES AND THE FURY

Nearby, an eight-story apartment house is on fire. Someone is trapped on the top floor.

Spidey rushes to the spot. He wants to go up and try to rescue the man but the police and firemen are suspicious of the masked and costumed Spider-Man and won't let him through. They wonder if he mightn't have started the fire himself. They ask themselves what normal, law-abiding guy goes around in a mask and a long-underwear costume?

Also attracted by the flames and the sirens, Doc Ock stealthily approaches the scene and spots Spider-Man. He tries to reach him, but there are so many police around that he has to wait in the shadows.

Spider-Man manages to web-swing up over the heads of the cops and he "spideys" his way up to the top of the burning building. He makes a daring rescue, saving the trapped VICTIM. Then, before Doc Ock can figure out how to reach him, he swings back over everyone's head and returns to the alley where he had left his street clothes--

--Only to find that they're gone!

Then, in the nick of time, he sees a seedy-looking WINO walking away with his clothes. Spidey goes after him.

As he tries to get his clothes back, the sight of the costumed web-swinger terrifies the wino and he yells for help. Two cops come running, thinking Spidey is attacking an innocent citizen.

By using his webbing and super gymnastic ability Spidey manages to escape with his clothes. Weary and discouraged, he heads for home. But things are even worse than he thinks. Doc Ock is on his trail, too!

THE ANSWER?

Reaching his house, Spidey sees the familiar figure of the mystery girl waiting and watching across the street. He quickly enters his room through the window just before Ock can turn the corner and see him. He changes his clothes quickly and rushes

out again as Peter Parker.

Sure enough, the mystery girl is still waiting outside. She says she wants to talk to him. She tells him that this may be her last chance. She's leaving the country soon.

As they talk, neither one notices the angry, frustrated, multi-armed figure who passes them in the shadows, livid with rage because he's lost his quarry, because Spider-Man has disappeared!

Peter accompanies the girl to her home. She tells him that her name is DANA and she works for INTERPOL. She's part of the large international security force in New York, guarding the summit meeting. Dana had specifically requested this assignment because she wanted to find a certain person in New York.

Peter asks if she found him. She says yes, she has. That means when the summit meeting is over, she can return to Europe again.

Still puzzled, Peter asks why she was following him. Dana explains that she had seen him perform a fantastic feat of strength by holding back a taxicab. As an agent of Interpol, it was her duty to track down anyone who might be a threat to the lives of the heads of state attending the summit meeting. Anyone with power such as Peter's might present a danger. What if he were an assassin? However, she later realized her motive for following him became more personal. Mainly because he was a male-- and she was intrigued by him.

Dana reaches out and turns off one of the lamps in her room, making the setting romantic. Peter doesn't object. After

all, as Dana said, he's a male.

PLEASED TO MEET YOU!

The next day Peter speaks to Aunt May's doctor who has just been in to see her. The doctor tells Peter that May's new boarder is the best thing that could have happened to her. He seems to have given her a new lease on life, better than any tonic or medicine.

Minutes later, Peter's eyes pop when Aunt May introduces him to her new tenant.

It's Dr. Otto Octavius!

ACT THREE

THE IDEAL BOARDER

Ock has his tentacles concealed under a heavy, bulky sweater, making it look as if he simply has a paunch like so many other middle-aged men.

He politely mentions that he seems to remember Peter having attended some of his lectures. He doesn't suspect that Peter is Spider-Man.

They shake hands, with Peter at a loss for words. May explains to Ock that her nephew is sometimes shy when he first meets people.

Peter excuses himself, saying he has studying to do.

Going to his room, he hits the wall in frustration. He obviously doesn't know what to do. He hears the happy sound of Aunt May chatting and giggling in the dining room below. How can he expose Ock and ruin her happiness?

THE HUNTER AND THE HUNTED

Later, Ock goes out into the night, alone. Peter, who has been watching at the window, quickly changes to Spider-Man and follows him.

Ock visits a dive on the lower West Side, an underworld hangout. Challenged by a burly brute at the door, Ock just sweeps him aside with a tentacle and goes in.

Spidey watches through a dirty window while sticking to an outside wall. He sees Ock deep in conversation with a RED-HEADED MAN. Ock hands the man some money. It appears as if he's hiring him to do something.

Ock leaves the dive and Spidey follows again. But this time Spidey gets careless. He knocks a loose cornice off a building ledge and Ock, hearing it fall, looks up and sees Spider-Man.

THE BATTLE BEGINS

With amazing speed, one of Ock's tentacles telecopes upward and grabs Spidey.

It's late at night in an industrial neighborhood so the area is fairly deserted. Thus, Spider-Man and Doc Ock are able to fight with virtually no interference. The entire battle will,

of course, be carefully choreographed in script.

After battling desperately for a while, our youthful hero proves to be too eager and too careless, or perhaps too inexperienced in superhero combat. Whatever the reason, Doc Ock emerges the winner.

Luckily for Spider-Man, a couple of POLICE CARS, drawn by the noise and commotion, show up before Ock can finish him off. Looking down at the beaten costumed figure of Spidey, Ock gives him a final kick and then triumphantly disappears into the shadows of the evening before the cops can reach him.

As for Spidey, just before the police get out of their cars, he too pulls himself together and makes it to a nearby wall, "spideying" over it and dropping to safety on the other side. Then, weak and wobbly, he manages to reach home.

MEANWHILE...

The upcoming summit meeting is the main topic all over the world, the biggest news since D-Day. Never before have the leaders of every nation gathered in one place. The security precautions are without parallel in modern times. Nothing must go wrong at this U.N. session. The fate of the world may be at stake.

OCK TAKES OFF

Later, at home, Peter is surprised when Dr. Octavius tells him he's leaving. The rooming house has served its purpose, but now there is something he must do. Ock gives Peter money for

Aunt May. He says he'd rather not face her, he hates good-byes.

Impulsively, Peter says, "You can't just take off like this. You know how she feels about you."

The glint of madness appears again in Ock's eyes.

Harshly, he tells Peter he's leaving for May's own good, and he warns Peter to butt out. There are forces at work that could destroy May and Peter and the rest of the world.

Then, without a backward glance, Ock leaves.

Before Peter can follow him, Aunt May calls weakly from her room, calling for her medication. By the time Peter brings it to her, Ock is gone. May tells Peter not to look so upset. She knows about Ock's leaving. She overheard him telling Peter. Peter says, "Then that's why you needed your medicine!" Under his breath he adds, "That bastard!"

MINUTES TILL H-HOUR!

The time draws near. Limousines with flags on their fenders start arriving at New York's poshest hotels and most important consulates, waiting to take the most powerful, most influential leaders on Earth to the United Nations.

THE POWER OF THE PRESS

At the offices of The Daily Bugle, J. Jonah Jameson is barking orders to everybody. He cancels all leaves, all vacations. He makes certain that every feature writer, every photographer, every staffer that can be spared is at the U.N. building, covering the upcoming summit conference. He orders

specials editions to be set up. He's got every delivery truck, every teletype machine, every nut and bolt and cylinder in the giant presses at the ready. As his SECRETARY whispers to Robbie Robertson, he's making a nervous wreck of everyone within the sound of his voice.

THE STEALTHY STUDY

Doc Ock is now at the U.N. building itself, mysteriously studying its foundation. He walks all around the site, studying the areas where the steel and glass seem to join the ground, making notes as he does so.

After a while, some GUARDS order him away, telling him the area is now off-limits to everyone due to the coming summit meeting.

His research apparently completed, Ock leaves with a sinister smile on his face.

THE FIRST CLUE!

At home, watching tv, Peter and Aunt May see shots of the U.N. building as a NEWSCASTER describes the security precautions that are being taken. As the tv camera pans around, Peter catches a glimpse of Doc Ock himself on the screen, walking past the building. Peter's spider sense starts to tingle.

Apropos of nothing, Aunt May mentions that she's surprised that Dr. Octavius didn't tidy up his room before he left. He must have been in a big hurry. It's very unlike him.

Reacting to that remark, Peter tells her he's tired and

ready for bed. Kissing her goodnight, he rushes straight to Ock's room.

Inside, he finds remnants of drawings and diagrams, all depicting a large, strange-looking ray machine of some sort. The more Peter studies the sketches, the more disturbed he looks.

Minutes later, he web-swings out of his window, in the guise of Spider-Man!

CONFIDENCE!

At the U.N., the summit meeting finally begins.

Virtually all the world leaders are assembled in the one great chamber.

SECURITY AGENTS from every nation discuss the precautions they have taken. Among them is Dana who looks up at the sky, seeing a group of armed helicopters hovering around the fateful building. She remarks that no stone has been left unturned. Nothing can threaten the summit now.

--AND CALAMITY!

Suddenly, without warning, the entire building slowly begins to tremble and shudder. Little by little the tremors become more violent, more severe.

NEWSCASTERS announce that there's never been an earthquake in New York, and yet something is shaking the building. Even more mysterious, it's only the building that's shaking. The rest of Manhattan island is as normal and solid as ever. It can't be an earthquake. But then-- what?

From outside, in the street, a cry goes up. "There! In the sky! That helicopter! That's the cause of it!"

Sure enough! Of the assorted whirleybirds hovering above the U.N. building, one of them has a strange BEAM being emitted from the ship to the side of the building! It's Doc Ock, aiming a giant ray right at the biggest target imaginable-- but not just any kind of ray; it's the ultimate anti-gravity ray, a giant-size version of the ray with which he committed his earlier crimes, a ray which is even now shaking the entire U.N. building loose from its foundation!

As Ock operates his powerful ray device, the copter is piloted by the red-headed man Spidey had seen him hire in the underworld hangout. Just the two of them-- against the world!

Then, as the world watches through the medium of television, the entire U.N. building lifts free of its foundation with a mind-blasting roar.

THE ULTIMATE HIJACKING

Inside the building, all is panic, horror and confusion. None of the security agents, including Dana, know what to do.

In the sky above, the military helicopters head for Doc Ock's ship as if intending to blast him out of the sky.

But before any of the rocket-packed planes can take action, a radio message from Doc Ock stops them in their tracks. He warns that the U.N. building is now hovering one hundred feet above the ground. He warns that if any hostile action is taken against him, or if his ship is damaged, the ray will instantly

shut off-- and the building will crash to the ground, with the loss of all lives within!

Ock makes the building tilt and sway. He toys with it, demonstrating his power in a mad display of maniacal genius. His ray lifts the building, moving it and shaking it as effortlessly as a twig in the breeze.

A PLANET HELPLESS

In national capitols throughout the world, the same command is given. Do as Octavius commands. Nothing must cause the building to crash. If all heads of state were to simultaneously perish, there might be revolution, total anarchy, terror and chaos throughout the globe. It could topple civilization as we know it.

PLUS THE KITCHEN SINK

His point made, Ock now broadcasts his demands. He announces over the radio that he must be given one billion dollars from the United States and proportionate amounts from other nations, depending upon their relative wealth. Also, he wants one of the fifty U.S. states given to him, free and clear, to rule and have dominion over as his own nation. He laughs, saying he'll even accept a small one like Rhode Island because he's a reasonable man. Then he gets grimly serious again as he announces his final edict.

His demands must be met within three hours. After that time, the gravity ray will lose its power, and it cannot be

recharged!

Then, almost as an afterthought, he demands total amnesty for himself everywhere on Earth, plus the privilege of never having to pay any taxes as long as he lives.

That done, Ock announces there will be no further communications forthcoming. It's now up to us. The radio clicks off.

NO CAUSE FOR CELEBRATION

Around the globe the nations' parliaments are gripped by terror and uncertainty. They can think of nothing to do, no way to save the day. If they destroy Ock's ship, an easy matter, the building will crash. If they don't accede to his demands within three hours, the building will crash. There's no solution.

On one point they all agree. They hold the United States responsible. In Washington, DC, there's a mood of bleak despair.

THE WEB AND THE WONDER

But one man has not yet given up. While Ock toys with the U.N. building, raising and lowering it, Spider-Man stands on the roof of an adjacent building, waiting till the U.N. building gets within web-shooting range.

Finally, it comes down low enough for him to hit it with his webbing. The webbing adheres to the bottom of the structure. Then, swiftly and silently, Spidey climbs the webbing like a strange human spider, until he reaches the captive building itself.

Unseen by Doc Ock who is still gloating gleefully in his chopper, Spidey sticks to the building's wall, watching Ock's helicopter and waiting for his chance.

Peering through one of the countless glass windows, Dana sees the web-slinger, but is unable to contact him.

At last, the perfect moment arrives. Drunk with power and flushed with a feeling of invulnerability, Doc Ock orders his pilot to fly close to the U.N. building so he can taunt the heads of state inside from the "doorway" of his chopper.

Suddenly, a thin, strong strand of webbing shoots out from the side of the building, hitting Ock! Before he knows what happened he's pulled out of the helicopter and onto the building where he now finds himself alone once more with Spider-Man!

Within the chopper, the pilot too is now alone, unable to do anything but keep hovering nearby, holding the anti-grav ray trained on the building.

WHAT WE'VE BEEN WAITING FOR

Now begins one of the greatest battles of all. While the U.N. building hovers in the air, the two arch-foes face each other for the last time.

Although he can't stick to walls as Spidey can, Ock is able to maneuver on the side of the building by striking the wall with his powerful metal tentacles and thus hammering out chunks of steel and concrete, enabling him to get firm hand-holds (or tentacle-holds) on the wall itself.

While the building shakes and shudders and tilts and

trembles, hundreds of feet above the ground Spider-Man and Dr. Octopus battle while the entire world watches on television.

TRIUMPH AND TRAGEDY

Spidey wins! (Details to be worked out)

He securely webs the defeated Doc Ock to the side of the building, and then shoots his webbing to the nearby helicopter and climbs aboard. The pilot is in no condition to resist. He's panicky and desperate. This whole caper is too big for him. He was just getting paid to fly the ship, period.

Spidey now uses all of Peter Parker's scientific acumen to figure out how to operate the anti-grav ray just as the three hour period draws to a close.

As the U.N. building is gently descending, controlled by Spidey's steady grip on the lever of Ock's machine, and as it tilts slightly over the East River in its descent, a hand reaches out from one of the windows, holding a knife, and cuts the webbing which is holding Doc Ock to the side of the building. Weak and groggy from his epic battle, he drops down into the river below and fades from sight beneath its murky surface. Does he drown, or will he escape? Perhaps we'll never know for sure-- certainly not before the sequel!

During all the attendant confusion, Spidey manages to find Dana. He's guessed that it was she who freed Doc Ock. Confronted with that fact, she confesses to him, "I had no choice, Peter. That evil madman is-- my father!"

Spidey is not a police officer. He has no responsibility

to arrest anyone. He couldn't if he wanted to. So, heartsick and weary, he stands quietly by as Dana walks slowly away, losing herself in the crowd of milling, shouting survivors, walking out of Spider-Man's life, perhaps forever.

But one thought keeps whirling about in his brain. He whispers to himself, "She called me PETER! She knew! She knew!"

ROMANCE NEVER DIES

Next day, Peter tells Liz he's worried about his Aunt May. She had a crush on her boarder and now he's left. Peter says I'd better try to cheer her up. Liz says "I'll come with you."

At the house, before Peter can say a thing, Aunt May shows him a fan letter she's writing-- to J. Jonah Jameson! She's seen him on tv and thinks he's wonderful. So charming, so masterful, so dignified. And his eyes-- so kindly and sympathetic. Aunt May has the same look on her face that she had when describing Doc Ock.

Peter smiles and leaves with Liz, feeling cheerier than he has in days.

KINDLY AND SYMPATHETIC, THAT'S HIM

Later, at The Daily Bugle, Jonah Jameson is needling Peter. "You're the only photographer within a hundred miles who didn't get any shots of the Spider-Man/Octopus fight! Some nose for news you got, kiddo! You were probably out snapping litterbugs while the world's biggest story took place just a few blocks away!"

WELL, WE'VE GOTTA END SOMEWHERE

Peter walks out into the anteroom where Liz is waiting for him. As they walk off together, his arm held happily around her soft and narrow waist, he calls back drily to the cigar-chewing flower of the newspaper world, "That's it, man. You win some, you lose some."

And, as Peter keeps walking away, we see his figure casting a symbolic shadow of Spider-Man on a nearby wall; a shadow that grows ever larger until it blots out the entire screen.

#